

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY, JR. (JP7140)
COZEN O'CONNOR
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
(856) 910-5000
(856) 910-5075 (fax)
Attorneys for the Debtors

In re:	:	UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY
SHAPES/ARCH HOLDINGS L.L.C., <u>et</u>	:	
<u>al.</u> ,	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631(GMB)
	:	

THIRD INTERIM MONTHLY FEE STATEMENT OF PHOENIX MANAGEMENT SERVICES, INC., RESTRUCTURING ADVISOR TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM APRIL 28, 2008 THROUGH JUNE 1, 2008

TO: HONORABLE GLORIA M. BURNS
UNITED STATES BANKRUPTCY JUDGE

This Third Interim Monthly Fee Statement for Compensation and Reimbursement of Expenses (the "Third Interim Fee Statement") is filed by Phoenix Management Services, Inc. ("Phoenix"), restructuring advisor to Shapes/Arch Holdings L.L.C. and its related debtor entities, the debtors and debtors-in-possession (collectively the "Debtors")¹, requesting compensation and reimbursement of expenses for services provided by Phoenix as restructuring advisor to the Debtors for the period from April 28, 2008 through June 1, 2008 (the "Third Interim Period").

Background

¹ In addition to Shapes/Arch Holdings L.L.C. ("Shapes/Arch"), the following entities, all of which are wholly owned subsidiaries or Shapes/Arch, also filed petitions on the Petition Date (defined below): Shapes L.L.C. ("Shapes"); Delair L.L.C. ("Delair"); Accu-Weld L.L.C. ("Accu-Weld"); and Ultra L.L.C. ("Ultra").

1. On March 16, 2008 (the “Petition Date”), the Debtors filed their petitions for relief under Chapter 11, Title 11 of the United States Code (the “Bankruptcy Code”).

2. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

3. No trustee or examiner has been appointed in these cases.

4. An official committee of unsecured creditors (the “Committee”) was appointed on March 31, 2008 and has been actively involved in these cases since that time.

5. By Order dated April 9, 2008, Phoenix was retained to represent the Debtors as its restructuring advisor in this bankruptcy proceeding, effective as of March 16, 2008.

6. On March 18, 2008, the Administrative Order Pursuant To 11 U.S.C. §§ 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Procedures Order”) was entered by the Court. Phoenix submits this Third Interim Fee Statement for compensation and reimbursement of actual, necessary costs and expenses for its service to the Debtors.

7. Phoenix’s previously submitted Monthly Fee Statements, are as follows:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid
4/23/08	March 16, 2008 thru March 30, 2008	\$41,385.00	\$253.81	\$33,108.00 (\$41,385.00 x 80%)	\$253.81
5/21/08	March 31, 2008 thru April 27, 2008	\$101,425.00	\$954.20		

8. During this Third Interim Period, Phoenix has been faithfully performing its duties under 11 U.S.C. § 327.

9. The Phoenix professionals who have rendered services in these cases for which Phoenix seeks compensation are reflected on the attached Exhibit "A", which provides the name of the professionals that have rendered services in these cases, their hourly rates and amount of time spent by each professional in these cases.

10. In accordance with the Compensation Procedures Order, and as set forth in Local Rule 2016-1 and the Court's General Order Adopting Guidelines Governing Procedures for Payment of Interim Compensation and Reimbursement of Expenses to Professionals, a detailed chronological itemization of the services rendered by each professional during the Third Interim Period, calculated by tenths of an hour, is attached hereto as Exhibit "B".

11. During the Third Interim Period, Phoenix provided services to the Debtors in the total amount of \$141,864.00.

12. Attached hereto as Exhibit "C" is a summary of the actual and necessary expenses incurred. During this Third Interim Period, Phoenix incurred actual and necessary expenses in the total amount of \$1,485.68.

13. Pursuant to the Compensation Procedures Order, Phoenix seeks approval of 80% of the total compensation equal to \$113,491.20 ($\$141,864.00 \times 80\%$) and 100% reimbursement of expenses (\$1,485.68) expended by Phoenix under this Third Interim Fee Statement, and for authorization for the Debtors to reimburse Phoenix for same.

14. Prior to the commencement of these cases, Phoenix was paid a retainer totaling \$125,000, a portion of which was utilized by Phoenix to satisfy the fees and expenses requested in Phoenix's First Interim Statement. The amount presently held by Phoenix as a retainer is \$91,638.19.

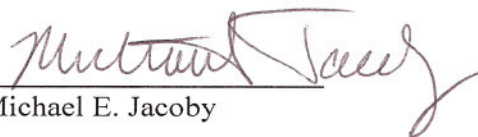
15. The US Trustee raised an informal objection to Phoenix's request for an evergreen retainer. In light of the informal objection, and the carveout provision in the Arcus interim debtor in possession financing order, Phoenix did not press this issue at the time of its retention but rather preserved the right to do so at a later time in its retention Order.

16. Phoenix renewed its request that the balance of its retainer in the amount of \$91,638.19 be treated as an evergreen retainer in its Second Interim Fee Statement and no objection was filed.

WHEREFORE, Phoenix respectfully requests that, for the period from April 28, 2008 through June 1, 2008, a Third interim allowance be made to Phoenix in the total amount of \$113,491.20 (\$141,864.00 x 80% total fees incurred during the Third Interim Period) for compensation and \$1,485.68 for reimbursement of actual, necessary costs and expenses and that such amounts be authorized for payment by the Debtors.

Dated: June 12, 2008

PHOENIX MANAGEMENT SERVICES, INC.

By: 
Michael E. Jacoby

Submitted By,

COZEN O'CONNOR

By: /s/ Jerrold N. Poslusny, Jr.
Mark E. Felger
Jerrold N. Poslusny, Jr.

Attorneys for the Debtors

EXHIBIT "A"

NAME OF PROFESSIONAL	TITLE	HOURS	RATE	FEE
1. Mark A. Karbiner	Vice President	184.70	\$245.00	\$45,251.50
2. Michael E. Jacoby	Managing Director	199.40	\$405.00	\$80,757.00
3. Vincent J. Colistra	Managing Director	24.30	\$405.00	\$9,841.50
4. Gregory Felix	Analyst	38.80	\$155.00	\$6,014.00
TOTAL:		447.20		\$141,864.00

Exhibit B

3rd Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period: 4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
1	MAK	4/28/2008	Begin cash flow scorecard	1.60	\$ 245.00	\$ 392.00
2	MAK	4/28/2008	Prepare cash flow scorecard	0.70	\$ 245.00	\$ 171.50
3	MAK	4/28/2008	Continue cash flow scorecard	1.10	\$ 245.00	\$ 269.50
4	MEJ	4/28/2008	Various emails re: HIG	0.30	\$ 405.00	\$ 121.50
5	MEJ	4/28/2008	Discussion with MK re: CF	0.10	\$ 405.00	\$ 40.50
6	MEJ	4/28/2008	Review DIP Loan Docs	0.60	\$ 405.00	\$ 243.00
7	MEJ	4/28/2008	Discussion with MK re: various	0.50	\$ 405.00	\$ 202.50
8	MEJ	4/28/2008	Review Week #6 Scorecard	0.40	\$ 405.00	\$ 162.00
9	MAK	4/29/2008	Revise cash flow scorecard	0.60	\$ 245.00	\$ 147.00
10	MAK	4/29/2008	Continue cash flow scorecard	0.80	\$ 245.00	\$ 196.00
11	MAK	4/29/2008	Finalize cash flow scorecard	1.30	\$ 245.00	\$ 318.50
12	MAK	4/29/2008	Prepare rolling 13-week cash flow	2.10	\$ 245.00	\$ 514.50
13	MAK	4/29/2008	Continue rolling 13-week cash flow	1.10	\$ 245.00	\$ 269.50
14	MAK	4/29/2008	Prepare rolling 13-week cash flow	0.60	\$ 245.00	\$ 147.00
15	MAK	4/29/2008	Continue rolling 13-week cash flow	0.90	\$ 245.00	\$ 220.50
16	MAK	4/29/2008	Finalize rolling 13-week cash flow	0.90	\$ 245.00	\$ 220.50
17	MEJ	4/29/2008	Discussion with Joel re: DS	0.30	\$ 405.00	\$ 121.50
18	MEJ	4/29/2008	Update with PS	0.40	\$ 405.00	\$ 162.00
19	MEJ	4/29/2008	Review availability	0.20	\$ 405.00	\$ 81.00
20	MEJ	4/29/2008	Review deposition support	0.30	\$ 405.00	\$ 121.50
21	MEJ	4/29/2008	Review various DS objections	0.50	\$ 405.00	\$ 202.50
22	MEJ	4/29/2008	Develop list of Warehouseman liens	0.60	\$ 405.00	\$ 243.00
23	MEJ	4/29/2008	Review revised DS	0.30	\$ 405.00	\$ 121.50
24	MEJ	4/29/2008	Review Committee motions	0.30	\$ 405.00	\$ 121.50
25	MEJ	4/29/2008	Begin review of Transcript from Depositions	0.90	\$ 405.00	\$ 364.50
26	MEJ	4/29/2008	Review HIG Term Loan Docs	0.20	\$ 405.00	\$ 81.00
27	MEJ	4/29/2008	Review HIG Plan	0.80	\$ 405.00	\$ 324.00
28	VJC	4/29/2008	Prepare for Deposition w/Committee	1.50	\$ 405.00	\$ 607.50
			Continue review of HIG T/L and Plan - comparison with			
29	MEJ	4/30/2008	Versa	1.70	\$ 405.00	\$ 688.50
30	MEJ	4/30/2008	Updated with Vince	0.50	\$ 405.00	\$ 202.50
31	MEJ	4/30/2008	Discussion with Howard	0.10	\$ 405.00	\$ 40.50
32	MEJ	4/30/2008	Discussion with Vince	0.10	\$ 405.00	\$ 40.50
33	MEJ	4/30/2008	Discussion with MF	0.30	\$ 405.00	\$ 121.50
			Conference call with Cozen et al re: Game Plan for			
34	MEJ	4/30/2008	Thurs hearing; review HIG docs, etc	4.20	\$ 405.00	\$ 1,701.00
35	MEJ	4/30/2008	Review transcripts from deposition	0.40	\$ 405.00	\$ 162.00
			Prepare and review information for Deposition			
36	VJC	4/30/2008	w/counsel.	3.50	\$ 405.00	\$ 1,417.50
37	VJC	4/30/2008	Give Deposition	5.25	\$ 405.00	\$ 2,126.25
38	VJC	4/30/2008	Discussions w/counsel after deposition	1.25	\$ 405.00	\$ 506.25
39	MEJ	5/1/2008	Continue review of transcripts from depositions	0.90	\$ 405.00	\$ 364.50
40	MEJ	5/1/2008	Update with VC	0.40	\$ 405.00	\$ 162.00
41	MEJ	5/1/2008	Meeting at Cozen, Day in Court	10.20	\$ 405.00	\$ 4,131.00
42	VJC	5/1/2008	Prepare for court w/counsel	2.00	\$ 405.00	\$ 810.00
43	VJC	5/1/2008	Discussions re settlement at Court	8.50	\$ 405.00	\$ 3,442.50
44	MAK	5/2/2008	Begin prep revised 13-week DIP model for HIG	2.80	\$ 245.00	\$ 686.00
45	MAK	5/2/2008	Continue prep revised 13-week DIP model for HIG	2.10	\$ 245.00	\$ 514.50
46	MAK	5/2/2008	Prep revised 13-week DIP model for HIG	2.30	\$ 245.00	\$ 563.50
			Begin prep cash receipts & disbursements schedule for			
47	MAK	5/2/2008	court filing	1.70	\$ 245.00	\$ 416.50

Exhibit B

3rd Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period: 4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
48	MEJ	5/2/2008	Review various docs, including loan agreements, order	2.20	\$ 405.00	\$ 891.00
49	MEJ	5/2/2008	Review JHC's budget revisions/suggestions	0.50	\$ 405.00	\$ 202.50
50	MEJ	5/2/2008	Update with MF	0.40	\$ 405.00	\$ 162.00
51	MEJ	5/2/2008	Discussion with HK	0.20	\$ 405.00	\$ 81.00
52	MEJ	5/2/2008	Update CF	1.80	\$ 405.00	\$ 729.00
53	MEJ	5/2/2008	Continue review of loan docs	0.90	\$ 405.00	\$ 364.50
54	MEJ	5/2/2008	Review/revise Competitive Bid Process	0.40	\$ 405.00	\$ 162.00
55	MEJ	5/2/2008	Review Schedules to HIG docs	1.00	\$ 405.00	\$ 405.00
56	MEJ	5/3/2008	Various emails re: HIG	0.30	\$ 405.00	\$ 121.50
57	MEJ	5/4/2008	Conference call with Sean and Howard	1.80	\$ 405.00	\$ 729.00
58	MEJ	5/4/2008	Provide follow-up information (Sean and MK)	0.50	\$ 405.00	\$ 202.50
59	MAK	5/5/2008	Begin cash flow scorecard	0.90	\$ 245.00	\$ 220.50
60	MAK	5/5/2008	Prepare cash flow scorecard	1.10	\$ 245.00	\$ 269.50
61	MAK	5/5/2008	Continue cash flow scorecard	1.10	\$ 245.00	\$ 269.50
62	MEJ	5/5/2008	email to mf re: Sean	0.10	\$ 405.00	\$ 40.50
63	MEJ	5/5/2008	Review order and agreement	0.40	\$ 405.00	\$ 162.00
64	MEJ	5/5/2008	Discussion with HK re: Sean	0.20	\$ 405.00	\$ 81.00
65	MEJ	5/5/2008	Various emails re: interim budget	0.30	\$ 405.00	\$ 121.50
66	MEJ	5/5/2008	Finalize interim budget	0.40	\$ 405.00	\$ 162.00
67	MEJ	5/5/2008	Discussion with MF re: status	0.30	\$ 405.00	\$ 121.50
68	MAK	5/6/2008	Revise cash flow scorecard	0.60	\$ 245.00	\$ 147.00
69	MAK	5/6/2008	Continue cash flow scorecard	1.10	\$ 245.00	\$ 269.50
70	MAK	5/6/2008	Finalize cash flow scorecard	1.10	\$ 245.00	\$ 269.50
71	MAK	5/6/2008	Prepare rolling 13-week cash flow	0.80	\$ 245.00	\$ 196.00
72	MAK	5/6/2008	Continue rolling 13-week cash flow	0.70	\$ 245.00	\$ 171.50
73	MAK	5/6/2008	Prepare rolling 13-week cash flow	0.70	\$ 245.00	\$ 171.50
74	MAK	5/6/2008	Continue rolling 13-week cash flow	3.70	\$ 245.00	\$ 906.50
75	MAK	5/6/2008	Continue rolling 13-week cash flow	3.10	\$ 245.00	\$ 759.50
76	MEJ	5/6/2008	Review HIG Loan Docs	0.40	\$ 405.00	\$ 162.00
77	MEJ	5/6/2008	Analyze Section 8.20 © and send email to CIT	0.50	\$ 405.00	\$ 202.50
78	MEJ	5/6/2008	Review HIG Order	0.40	\$ 405.00	\$ 162.00
79	MEJ	5/6/2008	Review Assignment Agreement and confirm payout	0.70	\$ 405.00	\$ 283.50
80	MEJ	5/6/2008	Review CIT Order	0.40	\$ 405.00	\$ 162.00
81	MEJ	5/6/2008	Discussion with PS re: various	0.30	\$ 405.00	\$ 121.50
82	MEJ	5/6/2008	Discussion with Bernie and HK re: Section 8.20 (c	0.40	\$ 405.00	\$ 162.00
83	MEJ	5/6/2008	More review of Assignment Agreement and payout	0.90	\$ 405.00	\$ 364.50
84	MEJ	5/6/2008	Discussion with Xroads	0.50	\$ 405.00	\$ 202.50
85	MEJ	5/6/2008	Prepare Information for Xroads	1.40	\$ 405.00	\$ 567.00
86	MEJ	5/6/2008	Discussions with MF	0.50	\$ 405.00	\$ 202.50
87	MEJ	5/6/2008	Discussion with HK re: Sean	0.30	\$ 405.00	\$ 121.50
88	MEJ	5/6/2008	Discussion with Steve and Paul	0.40	\$ 405.00	\$ 162.00
89	MEJ	5/6/2008	Review Week #7 Scorecard	1.20	\$ 405.00	\$ 486.00
90	MEJ	5/6/2008	Review Week #7 Rollforward	1.30	\$ 405.00	\$ 526.50
91	MEJ	5/6/2008	Conversations with HK re: 12 or 13 weeks	0.60	\$ 405.00	\$ 243.00
92	MEJ	5/6/2008	Review loan - "Budget" definition	0.20	\$ 405.00	\$ 81.00
93	MEJ	5/6/2008	Review 8.20 c	0.10	\$ 405.00	\$ 40.50
94	MEJ	5/6/2008	Conference call with MF, HK, Cole re: 12 or 13 weeks	0.40	\$ 405.00	\$ 162.00
95	MEJ	5/6/2008	Follow-up email to SG and PS	0.20	\$ 405.00	\$ 81.00
96	MAK	5/7/2008	Continue revised 13-week DIP model for HIG	3.10	\$ 245.00	\$ 759.50
97	MAK	5/7/2008	Prep for meeting with Xroads	2.10	\$ 245.00	\$ 514.50

Exhibit B

3rd Fee Application

Phoenix Management Services, Inc.

110 Chadds Ford Commons

Chadds Ford, PA 19317

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
			Meeting with Xroads and JH Cohn to go over Shapes, Delair, Accu-Weld and Ultra businesses and to review original DIP model	4.40	\$ 245.00	\$ 1,078.00
98	MAK	5/7/2008				
99	MAK	5/7/2008	Prep material for HIG and Xroads	1.60	\$ 245.00	\$ 392.00
100	MEJ	5/7/2008	Emails to PS, MK	0.20	\$ 405.00	\$ 81.00
101	MEJ	5/7/2008	Discussion with MF re: 12 or 13 weeks	0.40	\$ 405.00	\$ 162.00
102	MEJ	5/7/2008	Meetings with Xroads	4.50	\$ 405.00	\$ 1,822.50
103	MEJ	5/7/2008	Conference call with Cozen and GT	0.80	\$ 405.00	\$ 324.00
104	MEJ	5/7/2008	Follow-up from conference call	0.80	\$ 405.00	\$ 324.00
105	MEJ	5/7/2008	Float analysis	0.40	\$ 405.00	\$ 162.00
106	MEJ	5/7/2008	Update with MK	0.20	\$ 405.00	\$ 81.00
107	MEJ	5/7/2008	Discussion with MF re: 13	0.10	\$ 405.00	\$ 40.50
108	MEJ	5/7/2008	Review and comment on Phoenix retention amendment	0.10	\$ 405.00	\$ 40.50
109	MEJ	5/7/2008	Bridge for 13 week cf for Xroads	0.80	\$ 405.00	\$ 324.00
110	VJC	5/7/2008	Work on amending Affidavit	1.30	\$ 405.00	\$ 526.50
111	VJC	5/7/2008	Work on amending Affidavit. Conference call with debtor's counsel re Supplement.	1.00	\$ 405.00	\$ 405.00
112	MAK	5/8/2008	Prep material for HIG and Xroads	1.90	\$ 245.00	\$ 465.50
113	MAK	5/8/2008	Meeting with HIG, Xroads and JH Cohn to go over the businesses and to review the interim and proposed DIP budgets	6.90	\$ 245.00	\$ 1,690.50
114	MAK	5/8/2008	Prep material for HIG and Xroads	1.80	\$ 245.00	\$ 441.00
115	MEJ	5/8/2008	Review cash flows	0.60	\$ 405.00	\$ 243.00
116	MEJ	5/8/2008	Discussion with PS re: accounting and MORs	0.70	\$ 405.00	\$ 283.50
117	MEJ	5/8/2008	Review CF Bridge with MK	1.40	\$ 405.00	\$ 567.00
118	MEJ	5/8/2008	Discussion with Craig from HIG	0.40	\$ 405.00	\$ 162.00
119	MEJ	5/8/2008	Discussions with JP, VC re: Affidavit	0.10	\$ 405.00	\$ 40.50
120	MEJ	5/8/2008	Meetings with Xroads	4.20	\$ 405.00	\$ 1,701.00
121	MEJ	5/8/2008	Discussion with HK re: Meetings with xroads	0.40	\$ 405.00	\$ 162.00
122	MAK	5/9/2008	Meeting with HIG, Xroads and JH Cohn to go over the businesses and continue to review the interim and proposed DIP budgets	6.60	\$ 245.00	\$ 1,617.00
123	MAK	5/9/2008	Prep material for HIG and Xroads	2.10	\$ 245.00	\$ 514.50
124	MEJ	5/9/2008	Review Committee comments to Plan/DS	1.60	\$ 405.00	\$ 648.00
125	MEJ	5/9/2008	Discussion with PS re: Cap Ex	0.20	\$ 405.00	\$ 81.00
126	MEJ	5/9/2008	Review/analyze info for HIG	1.40	\$ 405.00	\$ 567.00
127	MEJ	5/9/2008	Discussion with PS re: Cap Ex/Union	0.20	\$ 405.00	\$ 81.00
128	MEJ	5/9/2008	Review of Delair A/R	0.20	\$ 405.00	\$ 81.00
129	MEJ	5/9/2008	Meetings with HIG/Xroads	3.20	\$ 405.00	\$ 1,296.00
130	MEJ	5/9/2008	Review motion re: Sales process	0.40	\$ 405.00	\$ 162.00
131	MEJ	5/9/2008	Discussion with JP re: Motion	0.20	\$ 405.00	\$ 81.00
132	MEJ	5/9/2008	Review union calculator with DG	0.50	\$ 405.00	\$ 202.50
133	MEJ	5/9/2008	Discussion with HK	0.40	\$ 405.00	\$ 162.00
134	MEJ	5/9/2008	Continued meetings with HIG/Xroads	2.20	\$ 405.00	\$ 891.00
135	MEJ	5/9/2008	Review/analyze Backlog	0.30	\$ 405.00	\$ 121.50
136	MEJ	5/9/2008	More union review; discussion with GF	0.40	\$ 405.00	\$ 162.00
137	MEJ	5/9/2008	Update pro forma balance sheet	1.20	\$ 405.00	\$ 486.00
138	MEJ	5/10/2008	Conference call with Cozen, SSG	1.10	\$ 405.00	\$ 445.50
139	MEJ	5/10/2008	Update pro forma balance sheet for JH Cohn	0.30	\$ 405.00	\$ 121.50
140	MEJ	5/10/2008	Various emails re: Competitive Process	0.30	\$ 405.00	\$ 121.50
141	MEJ	5/11/2008	Review GT drafts of Competitive Process Motion and Plan	0.60	\$ 405.00	\$ 243.00

Exhibit B

3rd Fee Application

Phoenix Management Services, Inc.

110 Chadds Ford Commons

Chadds Ford, PA 19317

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
142	MEJ	5/11/2008	Update pro forma balance sheet and commu nicate same to HIG	0.30	\$ 405.00	\$ 121.50
143	GF	5/12/2008	Prep and begin collection of information with Mr. Dave Gollin for Collective Bargaining Agreement Calculator and Recaps	1.50	\$ 155.00	\$ 232.50
144	GF	5/12/2008	Review Collective Bargaining Agreement and design Recaps.	5.50	\$ 155.00	\$ 852.50
145	GF	5/12/2008	Prepare Collective Bargaining Agreement Calculator and Recaps	2.40	\$ 155.00	\$ 372.00
146	MAK	5/12/2008	Begin cash flow scorecard	1.10	\$ 245.00	\$ 269.50
147	MAK	5/12/2008	Prepare cash flow scorecard	0.90	\$ 245.00	\$ 220.50
148	MAK	5/12/2008	Continue cash flow scorecard	1.70	\$ 245.00	\$ 416.50
149	MAK	5/12/2008	Prep info for HIG and XRoads	2.10	\$ 245.00	\$ 514.50
150	MAK	5/12/2008	Continue prep info for HIG and XRoads	1.70	\$ 245.00	\$ 416.50
151	MAK	5/12/2008	Revise cash flow scorecard	0.40	\$ 245.00	\$ 98.00
152	MAK	5/12/2008	Continue cash flow scorecard	2.30	\$ 245.00	\$ 563.50
153	MEJ	5/12/2008	Review GT Plan	0.80	\$ 405.00	\$ 324.00
154	MEJ	5/12/2008	Memo re: \$90 million Cap	1.20	\$ 405.00	\$ 486.00
155	MEJ	5/12/2008	Discussion with MF re: Cap	0.10	\$ 405.00	\$ 40.50
156	MEJ	5/12/2008	Discussion with HK re: Cap	0.10	\$ 405.00	\$ 40.50
157	MEJ	5/12/2008	Discussion with GF re: Union	0.10	\$ 405.00	\$ 40.50
158	MEJ	5/12/2008	Discussion with HK re: Cap	0.60	\$ 405.00	\$ 243.00
159	MEJ	5/12/2008	Provide DS info for MF	0.20	\$ 405.00	\$ 81.00
160	MEJ	5/12/2008	Review Procedures Motion	0.30	\$ 405.00	\$ 121.50
161	MEJ	5/12/2008	Discussion with Irv re: Xroads	0.20	\$ 405.00	\$ 81.00
162	MEJ	5/12/2008	Update pro forma balance sheet	0.20	\$ 405.00	\$ 81.00
163	MEJ	5/12/2008	Discussion with HK re: Cap	0.30	\$ 405.00	\$ 121.50
164	MEJ	5/12/2008	Conference call with MF and SG re: cap and various other issues	0.80	\$ 405.00	\$ 324.00
165	MEJ	5/12/2008	Discussion with HK re: Cap	0.30	\$ 405.00	\$ 121.50
166	MEJ	5/12/2008	Discussion with Sean re: Cap	0.60	\$ 405.00	\$ 243.00
167	MEJ	5/12/2008	Discussion with MF re: Cap	0.30	\$ 405.00	\$ 121.50
168	MEJ	5/12/2008	Multiple emails and conversations with JH Cohn, MF re: Cap and funding issues	1.40	\$ 405.00	\$ 567.00
169	MEJ	5/12/2008	Review, discuss and analyze plan funding commitment issues	1.10	\$ 405.00	\$ 445.50
170	MEJ	5/12/2008	Discussion with MF re: DS items	0.20	\$ 405.00	\$ 81.00
171	GF	5/13/2008	Continue collection of new information with Mr. Dave Gollin for Collective Bargaining Agreement Calculator and Recaps.	0.50	\$ 155.00	\$ 77.50
172	GF	5/13/2008	Revise Collective Bargaining Agreement and Recaps	1.50	\$ 155.00	\$ 232.50
173	GF	5/13/2008	Begin Accounts Receivable analysis.	2.20	\$ 155.00	\$ 341.00
174	GF	5/13/2008	Prepare Accounts Receivable analysis	5.30	\$ 155.00	\$ 821.50
175	MAK	5/13/2008	Finalize cash flow scorecard	1.10	\$ 245.00	\$ 269.50
176	MAK	5/13/2008	Review revised DIP budget with HIG, Xroads and JH Cohn	1.70	\$ 245.00	\$ 416.50
177	MAK	5/13/2008	Review proforma balance sheet with HIG, Xroads and JH Cohn	1.90	\$ 245.00	\$ 465.50
178	MAK	5/13/2008	Review Shapes A/R and backlog info	1.10	\$ 245.00	\$ 269.50
179	MAK	5/13/2008	Review EBITDA bridge analysis	0.80	\$ 245.00	\$ 196.00
180	MAK	5/13/2008	Prep info for HIG and XRoads	1.40	\$ 245.00	\$ 343.00
181	MAK	5/13/2008	Continue review EBITDA bridge	0.60	\$ 245.00	\$ 147.00
182	MAK	5/13/2008	Continue prep info for HIG and XRoads	1.30	\$ 245.00	\$ 318.50

Exhibit B

3rd Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
183	MEJ	5/13/2008	Review filed docs	1.40	\$ 405.00	\$ 567.00
184	MEJ	5/13/2008	Begin bridge of 13 week Cf to monthly financial forecast	0.60	\$ 405.00	\$ 243.00
185	MEJ	5/13/2008	Update with PS and SG re: Cap and filing	1.40	\$ 405.00	\$ 567.00
186	MEJ	5/13/2008	Discussion with HK re: Cap and Xroads	0.90	\$ 405.00	\$ 364.50
187	MEJ	5/13/2008	Discussion with Craig re: Due Diligence	0.40	\$ 405.00	\$ 162.00
188	MEJ	5/13/2008	Review and analysis of A/r	0.60	\$ 405.00	\$ 243.00
189	MEJ	5/13/2008	Information request for HIG/Xroads	0.90	\$ 405.00	\$ 364.50
190	MEJ	5/13/2008	Review Week #8 Scorecard	0.60	\$ 405.00	\$ 243.00
191	MEJ	5/13/2008	Review and revise pro forma balance sheet	0.70	\$ 405.00	\$ 283.50
192	MEJ	5/13/2008	Continued due diligence with HIG/Xroads	4.20	\$ 405.00	\$ 1,701.00
193	MEJ	5/13/2008	Conference call with HIG/JHC	1.30	\$ 405.00	\$ 526.50
194	MEJ	5/13/2008	Discussion with SG and HIG re: Business issues	1.10	\$ 405.00	\$ 445.50
195	MEJ	5/13/2008	Discussion with HK re: HIG and info	0.50	\$ 405.00	\$ 202.50
196	GF	5/14/2008	Continue Accounts Receivable analysis	3.30	\$ 155.00	\$ 511.50
197	GF	5/14/2008	Finalize Accounts Receivable Analysis	1.30	\$ 155.00	\$ 201.50
			Continue Collective Bargaining Agreement Calculator			
198	GF	5/14/2008	and Recaps.	5.50	\$ 155.00	\$ 852.50
199	MAK	5/14/2008	Prep rolling 13-week cash flow	2.10	\$ 245.00	\$ 514.50
			Conference with HIG and XRoads re Week #8			
200	MAK	5/14/2008	scorecard	1.60	\$ 245.00	\$ 392.00
201	MAK	5/14/2008	Continue rolling 13-week cash flow	1.80	\$ 245.00	\$ 441.00
202	MAK	5/14/2008	Prep info for HIG and XRoads	1.10	\$ 245.00	\$ 269.50
203	MAK	5/14/2008	Prepare rolling 13-week cash flow	1.70	\$ 245.00	\$ 416.50
204	MAK	5/14/2008	Continue prep info for HIG and XRoads	1.10	\$ 245.00	\$ 269.50
205	MAK	5/14/2008	Continue rolling 13-week cash flow	1.20	\$ 245.00	\$ 294.00
206	MEJ	5/14/2008	Various follow-up emails and analysis for Xroads	0.80	\$ 405.00	\$ 324.00
207	MEJ	5/14/2008	Review and analyze Delair backlog	0.30	\$ 405.00	\$ 121.50
208	MEJ	5/14/2008	Begin preparation of Executory Contracts	0.30	\$ 405.00	\$ 121.50
209	MEJ	5/14/2008	Prepare for Conference Call with Xroads and HIG	1.00	\$ 405.00	\$ 405.00
210	MEJ	5/14/2008	Review Week 8 Scorecard and Budget with PS and MK	1.60	\$ 405.00	\$ 648.00
211	MEJ	5/14/2008	Conference call with Xroads and HIG re: Collections	1.00	\$ 405.00	\$ 405.00
212	MEJ	5/14/2008	Conference call with MF and DG re: Due Diligence	0.60	\$ 405.00	\$ 243.00
213	MEJ	5/14/2008	Analysis of A/R at Shapes	0.80	\$ 405.00	\$ 324.00
			Review Committee analysis of 503(b)(9) claims; discuss			
214	MEJ	5/14/2008	with PS; discuss with lrv	0.70	\$ 405.00	\$ 283.50
215	MEJ	5/14/2008	Ongoing discussions with HIG re: due diligence items	1.20	\$ 405.00	\$ 486.00
			Review Bridge analysis with MK, PS, revise and send to			
216	MEJ	5/14/2008	HIG/Xroads	0.90	\$ 405.00	\$ 364.50
217	MEJ	5/14/2008	Discuss HIG's request re: E&Y with PS	0.30	\$ 405.00	\$ 121.50
218	MEJ	5/14/2008	Conference call with Xroads re: Week 8 Scorecard	0.70	\$ 405.00	\$ 283.50
219	MEJ	5/14/2008	Conference call with Cozen, etc re: Labor strategy	0.80	\$ 405.00	\$ 324.00
			Begin collection of information on Trucking Unit with Mr.			
			Dave Gollin for Collective Bargaining Agreement			
220	GF	5/15/2008	Calculator and Recaps	0.40	\$ 155.00	\$ 62.00
			Continue Collective Bargaining Agreement Calculator			
221	GF	5/15/2008	and Recaps.	4.50	\$ 155.00	\$ 697.50
			Build Accu-Weld Trucking Collective Bargaining			
222	GF	5/15/2008	Agreement Calculator and Recap	2.30	\$ 155.00	\$ 356.50
			Review All Collective Bargaining Agreement Calculator			
223	GF	5/15/2008	and Recaps	1.50	\$ 155.00	\$ 232.50

Exhibit B

3rd Fee Application

Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
			Finalize Collective Bargaining Agreement Calculator			
224	GF	5/15/2008	and Recaps.	1.10	\$ 155.00	\$ 170.50
225	MAK	5/15/2008	Prep rolling 13-week cash flow	2.30	\$ 245.00	\$ 563.50
226	MAK	5/15/2008	Prep executory contract info for BK filings	1.90	\$ 245.00	\$ 465.50
227	MAK	5/15/2008	Prep pension, health & welfare info for BK filings	1.80	\$ 245.00	\$ 441.00
228	MAK	5/15/2008	Continue prep executory contract info for BK filings	1.10	\$ 245.00	\$ 269.50
			Continue prep pension, health & welfare info for BK			
229	MAK	5/15/2008	filings	0.90	\$ 245.00	\$ 220.50
230	MAK	5/15/2008	Prep revised DIP budget	1.30	\$ 245.00	\$ 318.50
			Conference call with HIG, Xroads and JH Cohn to			
231	MAK	5/15/2008	review an discuss interim DIP budget	1.80	\$ 245.00	\$ 441.00
232	MEJ	5/15/2008	Discussion with HK re: HIG and Bridge	0.30	\$ 405.00	\$ 121.50
233	MEJ	5/15/2008	Discussion with MF re: Cap	0.30	\$ 405.00	\$ 121.50
234	MEJ	5/15/2008	Discussion with HK and Irv re: CF	0.40	\$ 405.00	\$ 162.00
235	MEJ	5/15/2008	Discussion with PS re: Ultra inventory	0.20	\$ 405.00	\$ 81.00
236	MEJ	5/15/2008	Discussion with Rob Munin re: Ultra Inventory	0.10	\$ 405.00	\$ 40.50
237	MEJ	5/15/2008	Review executory contract listing	0.20	\$ 405.00	\$ 81.00
238	MEJ	5/15/2008	Update with MK re: Executory contracts	0.10	\$ 405.00	\$ 40.50
239	MEJ	5/15/2008	Prepare for Conference Call with Xroads and HIG	0.40	\$ 405.00	\$ 162.00
			Conference call with HIG, Xroads and JHC re Xroads			
240	MEJ	5/15/2008	Point of View	1.20	\$ 405.00	\$ 486.00
241	MEJ	5/15/2008	Conf Call Follow-up with MK	0.20	\$ 405.00	\$ 81.00
242	MEJ	5/15/2008	Conf Call Follow-up with HK	0.30	\$ 405.00	\$ 121.50
243	MEJ	5/15/2008	email to Felger re Conf Call	0.10	\$ 405.00	\$ 40.50
			Review and update executory contracts with Mr. Grabell			
244	MAK	5/16/2008	and Sorensen	0.80	\$ 245.00	\$ 196.00
245	MAK	5/16/2008	Update executory contract analysis	0.50	\$ 245.00	\$ 122.50
246	MAK	5/16/2008	Prep analysis of Delair Pool and Fence sales	1.10	\$ 245.00	\$ 269.50
247	MAK	5/16/2008	Prep revised DIP budget	2.10	\$ 245.00	\$ 514.50
248	MAK	5/16/2008	Prep Week #9 daily template scorecard	0.50	\$ 245.00	\$ 122.50
249	MAK	5/16/2008	Prep info for HIG and Xroads	1.70	\$ 245.00	\$ 416.50
250	MAK	5/16/2008	Prep revised DIP budget	0.80	\$ 245.00	\$ 196.00
251	MAK	5/16/2008	Continue prep info for HIG and Xroads	0.90	\$ 245.00	\$ 220.50
252	MEJ	5/16/2008	email to Sean re: Follow up from conf call	0.10	\$ 405.00	\$ 40.50
253	MEJ	5/16/2008	Review HIG info	0.40	\$ 405.00	\$ 162.00
254	MEJ	5/16/2008	Review Union calculation	0.80	\$ 405.00	\$ 324.00
			Debrief with PS and SG re: Conference call, cap,			
255	MEJ	5/16/2008	budget	0.70	\$ 405.00	\$ 283.50
256	MEJ	5/16/2008	Discuss Executory Contracts with SG and PS	0.70	\$ 405.00	\$ 283.50
257	MEJ	5/16/2008	Begin review of UCC	0.30	\$ 405.00	\$ 121.50
258	MEJ	5/16/2008	Conf Call with Davino re: "Change of Course"	0.50	\$ 405.00	\$ 202.50
259	MEJ	5/16/2008	Follow-up with MF re: Xroads Change	0.50	\$ 405.00	\$ 202.50
260	MEJ	5/16/2008	Discuss strategy re: cf revisions with PS	0.40	\$ 405.00	\$ 162.00
			Finalize executory contract listing and send to MF, JHC,			
261	MEJ	5/16/2008	HIG	0.60	\$ 405.00	\$ 243.00
262	MEJ	5/16/2008	Detailed review of CF	2.20	\$ 405.00	\$ 891.00
263	MEJ	5/16/2008	Discussion with Craig re: Xroads, E&Y	0.30	\$ 405.00	\$ 121.50
			Conference call with Counsel re: Procedures Motion			
264	MEJ	5/16/2008	and Break-Up Fee	1.00	\$ 405.00	\$ 405.00
265	MEJ	5/16/2008	Finalize review of UCC's	0.60	\$ 405.00	\$ 243.00
266	MEJ	5/16/2008	Discussion with HK re: Xroads and Cap	0.30	\$ 405.00	\$ 121.50
267	MEJ	5/18/2008	Discussion with Sean re: Cap and go forward plans	0.60	\$ 405.00	\$ 243.00
268	MEJ	5/18/2008	Follow up email re: same	0.20	\$ 405.00	\$ 81.00

Exhibit B

3rd Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
269	MAK	5/19/2008	Begin cash flow scorecard	2.10	\$ 245.00	\$ 514.50
270	MAK	5/19/2008	Prepare cash flow scorecard	0.80	\$ 245.00	\$ 196.00
271	MAK	5/19/2008	Continue cash flow scorecard	1.50	\$ 245.00	\$ 367.50
272	MAK	5/19/2008	Prep info for HIG and XRoads	0.80	\$ 245.00	\$ 196.00
273	MAK	5/19/2008	Continue prep info for HIG and XRoads	0.40	\$ 245.00	\$ 98.00
274	MAK	5/19/2008	Revise cash flow scorecard	0.70	\$ 245.00	\$ 171.50
275	MAK	5/19/2008	Finalize cash flow scorecard	1.20	\$ 245.00	\$ 294.00
276	MAK	5/19/2008	Prep info for March monthly operating report Emails and Follow-up analysis re: Emergence Funding	2.90	\$ 245.00	\$ 710.50
277	MEJ	5/19/2008	Needs	0.80	\$ 405.00	\$ 324.00
278	MEJ	5/19/2008	Update with PS re: HIG/Xroads, MORs	0.50	\$ 405.00	\$ 202.50
279	MEJ	5/19/2008	Review Union H&W pre-petition liabs	0.20	\$ 405.00	\$ 81.00
280	MEJ	5/19/2008	Discussion with HK re: Xroads, Due Diligence	0.20	\$ 405.00	\$ 81.00
281	MEJ	5/19/2008	Discussion with Adam re: Due Diligence	0.20	\$ 405.00	\$ 81.00
282	MEJ	5/19/2008	Professional Fee estimates for Greenberg	0.30	\$ 405.00	\$ 121.50
283	MEJ	5/19/2008	Backlog review/analysis	0.20	\$ 405.00	\$ 81.00
284	MEJ	5/19/2008	Review CIT Order - inventory issue	0.20	\$ 405.00	\$ 81.00
285	MEJ	5/19/2008	Additional emails re: Professional Fees	0.10	\$ 405.00	\$ 40.50
286	MEJ	5/19/2008	Review emails for follow-up	0.80	\$ 405.00	\$ 324.00
287	MEJ	5/19/2008	Discussion with SG re: Status of case, HIG, Committee	0.40	\$ 405.00	\$ 162.00
288	MEJ	5/19/2008	Discussion with Craig re: Due Diligence, E&Y, Xrods	0.30	\$ 405.00	\$ 121.50
289	MEJ	5/19/2008	More Discussion with Craig re: Due Diligence list	0.20	\$ 405.00	\$ 81.00
290	MEJ	5/19/2008	Discussion with Paul and SG re: HIG Due Diligence List	0.40	\$ 405.00	\$ 162.00
291	MEJ	5/19/2008	Additional due diligence follow-up	0.20	\$ 405.00	\$ 81.00
292	MEJ	5/19/2008	Review Week #9 Scorecard	0.70	\$ 405.00	\$ 283.50
293	MEJ	5/19/2008	Discussion with JP re: MORs	0.10	\$ 405.00	\$ 40.50
294	MEJ	5/19/2008	Discussion with HK re: HIG, Cap Review GT proposal re: Cap; Incorporate into analysis	0.20	\$ 405.00	\$ 81.00
295	MEJ	5/19/2008	and email to MF Review and prep info for March monthly operating	0.50	\$ 405.00	\$ 202.50
296	MAK	5/20/2008	report Continue review and prep info for March monthly	3.10	\$ 245.00	\$ 759.50
297	MAK	5/20/2008	operating report Review and prep info for March monthly operating	2.70	\$ 245.00	\$ 661.50
298	MAK	5/20/2008	report	2.30	\$ 245.00	\$ 563.50
299	MAK	5/20/2008	Begin 13-week CF rollforward	1.70	\$ 245.00	\$ 416.50
300	MEJ	5/20/2008	Due diligence for HIG	0.20	\$ 405.00	\$ 81.00
301	MEJ	5/20/2008	prepare weekly a/r rollforwards	1.10	\$ 405.00	\$ 445.50
302	MEJ	5/20/2008	Discussion with PS re: Cap	0.20	\$ 405.00	\$ 81.00
303	MEJ	5/20/2008	Discussion with MF re:GT proposal	0.30	\$ 405.00	\$ 121.50
304	MEJ	5/20/2008	Discussion with HK re: GT proposal	0.20	\$ 405.00	\$ 81.00
305	MEJ	5/20/2008	Review Ultra MOR	0.20	\$ 405.00	\$ 81.00
306	MEJ	5/20/2008	Discuss Ultra MOR with PS	0.20	\$ 405.00	\$ 81.00
307	MEJ	5/20/2008	Discuss Cap with HK	0.10	\$ 405.00	\$ 40.50
308	MEJ	5/20/2008	Discuss MORs with PS and KR	0.90	\$ 405.00	\$ 364.50
309	MEJ	5/20/2008	Discussion with SG re: Due Diligence	0.20	\$ 405.00	\$ 81.00
310	MEJ	5/20/2008	Attend to HIG Due Diligence requests	0.80	\$ 405.00	\$ 324.00
311	MEJ	5/20/2008	Review availability and payments	1.10	\$ 405.00	\$ 445.50
312	MEJ	5/20/2008	Attend to HIG Due Diligence requests	0.50	\$ 405.00	\$ 202.50
313	MEJ	5/20/2008	Review utility spending and forecast	0.40	\$ 405.00	\$ 162.00
314	MEJ	5/20/2008	Review A/R for MORs	0.20	\$ 405.00	\$ 81.00

Exhibit B

3rd Fee Application

Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
			Meet with SG, SF and HIG re: Due Diligence, scrap,			
315	MEJ	5/20/2008	etc.	2.30	\$ 405.00	\$ 931.50
316	MEJ	5/20/2008	More review of MORs	1.20	\$ 405.00	\$ 486.00
317	MEJ	5/20/2008	Discussion with MF re: Cap and DS	0.50	\$ 405.00	\$ 202.50
318	MEJ	5/20/2008	Discussion with HK re: Cap and DS	0.30	\$ 405.00	\$ 121.50
319	MEJ	5/20/2008	Attend to HIG Due Diligence requests	0.20	\$ 405.00	\$ 81.00
320	MEJ	5/20/2008	Discussion with SG re: case status and HIG	0.60	\$ 405.00	\$ 243.00
			Review Committee proposal to GT; multiple emails with			
321	MEJ	5/20/2008	HK re: same	0.30	\$ 405.00	\$ 121.50
322	MEJ	5/20/2008	Prelim review of claims register	0.20	\$ 405.00	\$ 81.00
			Review and prep info for March monthly operating			
323	MAK	5/21/2008	report	2.70	\$ 245.00	\$ 661.50
324	MAK	5/21/2008	Prep 13-week CF rollforward	2.40	\$ 245.00	\$ 588.00
			Continue review and prep info for March monthly			
325	MAK	5/21/2008	operating report	1.90	\$ 245.00	\$ 465.50
326	MAK	5/21/2008	Continue prep 13-week CF rollforward	2.60	\$ 245.00	\$ 637.00
327	MEJ	5/21/2008	Detailed review of DS; provide comments	2.20	\$ 405.00	\$ 891.00
328	MEJ	5/21/2008	Discussion with HK re: Cap and Committee Proposal	0.20	\$ 405.00	\$ 81.00
329	MEJ	5/21/2008	Review Balance Sheets from MORs	0.40	\$ 405.00	\$ 162.00
			Discussion with JP re: Shapes/Arch presentation in			
330	MEJ	5/21/2008	MOR	0.10	\$ 405.00	\$ 40.50
331	MEJ	5/21/2008	Review Complete MOR package	0.90	\$ 405.00	\$ 364.50
332	MEJ	5/21/2008	Review and analyze Week 9 CF Rollforward	1.50	\$ 405.00	\$ 607.50
333	MEJ	5/21/2008	Discussion with Chris Davino re: Xroads DD	0.20	\$ 405.00	\$ 81.00
334	MEJ	5/21/2008	Review Xroads Info Request	0.40	\$ 405.00	\$ 162.00
335	MEJ	5/21/2008	Review Committee Proposal	0.20	\$ 405.00	\$ 81.00
336	MEJ	5/21/2008	Review proposed language re: Cap	0.20	\$ 405.00	\$ 81.00
337	MEJ	5/21/2008	Discussion with JSV re: process	0.20	\$ 405.00	\$ 81.00
338	MEJ	5/21/2008	Discussion with HK re: cap	0.20	\$ 405.00	\$ 81.00
339	MEJ	5/21/2008	Discussion with MF re: DS and Cap	1.10	\$ 405.00	\$ 445.50
340	MEJ	5/21/2008	Updated DIP Budget	0.80	\$ 405.00	\$ 324.00
341	MEJ	5/21/2008	Discussion with MF re: DS and Cap	0.70	\$ 405.00	\$ 283.50
342	MEJ	5/21/2008	Update analysis re: cap	0.30	\$ 405.00	\$ 121.50
343	MAK	5/22/2008	Prep 13-week CF rollforward	2.10	\$ 245.00	\$ 514.50
344	MAK	5/22/2008	Review and prep info for April monthly operating report	3.40	\$ 245.00	\$ 833.00
			Continue review and prep info for April monthly			
345	MAK	5/22/2008	operating report	1.70	\$ 245.00	\$ 416.50
346	MAK	5/22/2008	Continue prep 13-week CF rollforward	1.60	\$ 245.00	\$ 392.00
347	MEJ	5/22/2008	Conf Call with Nat City re: Update	0.70	\$ 405.00	\$ 283.50
348	MEJ	5/22/2008	Review DS	0.30	\$ 405.00	\$ 121.50
349	MEJ	5/22/2008	Update pro forma balance sheet	0.50	\$ 405.00	\$ 202.50
350	MEJ	5/22/2008	Discussion with PS re: Financial Projections	0.20	\$ 405.00	\$ 81.00
351	MEJ	5/22/2008	Discussion with MF re: DS	0.10	\$ 405.00	\$ 40.50
352	MEJ	5/22/2008	Review DS Order	0.60	\$ 405.00	\$ 243.00
353	MEJ	5/22/2008	Review PS Forecast	0.20	\$ 405.00	\$ 81.00
354	MEJ	5/22/2008	Discussion with PS re: Forecast	0.20	\$ 405.00	\$ 81.00
355	MEJ	5/22/2008	Update forecast for DS	0.30	\$ 405.00	\$ 121.50
356	MEJ	5/22/2008	Review NM proposed language	0.20	\$ 405.00	\$ 81.00
357	MEJ	5/22/2008	Discussion with HK re: NM Language	0.30	\$ 405.00	\$ 121.50
358	MEJ	5/22/2008	Discussion with MF re: NM language	0.40	\$ 405.00	\$ 162.00
359	MEJ	5/22/2008	Discussion with MF re: Fees	0.20	\$ 405.00	\$ 81.00

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3rd Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
360	MEJ	5/22/2008	Discussion with Brody re: Fees Update pro forma bs and funding spreadsheet; send to	0.20	\$ 405.00	\$ 81.00
361	MEJ	5/22/2008	HIG and JHC	0.50	\$ 405.00	\$ 202.50
362	MEJ	5/22/2008	Discussion with Rob Munin re: xroads dd	0.10	\$ 405.00	\$ 40.50
363	MAK	5/23/2008	Review and prep info for April monthly operating report	2.20	\$ 245.00	\$ 539.00
364	MAK	5/23/2008	Review and prep info for estimated U.S. Trustee fees	1.40	\$ 245.00	\$ 343.00
365	MAK	5/23/2008	Prep 13-week CF rollforward Continue review and prep info for April monthly	0.80	\$ 245.00	\$ 196.00
366	MAK	5/23/2008	operating report	1.70	\$ 245.00	\$ 416.50
367	MEJ	5/23/2008	Review Plan	0.50	\$ 405.00	\$ 202.50
368	MEJ	5/23/2008	Review UST fee estimate	0.10	\$ 405.00	\$ 40.50
369	MEJ	5/23/2008	Discussion with Pete Ball	0.20	\$ 405.00	\$ 81.00
370	MEJ	5/23/2008	Attend Court Hearing	5.50	\$ 405.00	\$ 2,227.50
371	MAK	5/27/2008	Begin cash flow scorecard	2.30	\$ 245.00	\$ 563.50
372	MAK	5/27/2008	Prepare cash flow scorecard	1.10	\$ 245.00	\$ 269.50
373	MAK	5/27/2008	Continue cash flow scorecard	0.90	\$ 245.00	\$ 220.50
374	MAK	5/27/2008	Review and prep info for April monthly operating report Continue review and prep info for April monthly	2.10	\$ 245.00	\$ 514.50
375	MAK	5/27/2008	operating report	1.10	\$ 245.00	\$ 269.50
376	MAK	5/27/2008	Revise cash flow scorecard	1.20	\$ 245.00	\$ 294.00
377	MAK	5/27/2008	Continue cash flow scorecard	0.60	\$ 245.00	\$ 147.00
378	MAK	5/27/2008	Begin 13-week CF rollforward	1.60	\$ 245.00	\$ 392.00
379	MEJ	5/27/2008	Update with SG re: Court and Cap	0.30	\$ 405.00	\$ 121.50
380	MEJ	5/27/2008	Reconcile Week #7 and #9 for Sean	2.10	\$ 405.00	\$ 850.50
381	MEJ	5/27/2008	Update with PS re: Court, Cap, Game Plan	0.30	\$ 405.00	\$ 121.50
382	MEJ	5/27/2008	Discussion with CK re: next steps	0.30	\$ 405.00	\$ 121.50
383	MEJ	5/27/2008	Continue Week 7 and 9 Reconciliation for Sean	1.40	\$ 405.00	\$ 567.00
384	MEJ	5/27/2008	Review drafts of Plan and DS	0.70	\$ 405.00	\$ 283.50
385	MEJ	5/27/2008	Conference call with JP and DG re: Claims	0.40	\$ 405.00	\$ 162.00
386	MEJ	5/27/2008	Follow-up emails to HIG, Xroads, JHC	0.30	\$ 405.00	\$ 121.50
387	MEJ	5/27/2008	Claims review	0.30	\$ 405.00	\$ 121.50
388	MEJ	5/27/2008	Review Nat City Offering memo	1.10	\$ 405.00	\$ 445.50
389	MEJ	5/27/2008	Review PPG claim	0.20	\$ 405.00	\$ 81.00

Exhibit B

3rd Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period: 4/28/08 thru 6/01/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
390	MEJ	5/27/2008	Review UCC filings and leases	0.70	\$ 405.00	\$ 283.50
391	MEJ	5/27/2008	Review Ultra inventory; Discussion with Munin re: same	0.60	\$ 405.00	\$ 243.00
392	MEJ	5/28/2008	Review Week #10 Scorecard	0.30	\$ 405.00	\$ 121.50
393	MEJ	5/28/2008	Discussion with Pete Ball	0.10	\$ 405.00	\$ 40.50
394	MEJ	5/28/2008	Continue review of UCC and Leases	0.20	\$ 405.00	\$ 81.00
395	MEJ	5/28/2008	Discussions with Steve; Paul re: various	1.40	\$ 405.00	\$ 567.00
396	MEJ	5/28/2008	Discussion with HK re: Court, Cap, Next Steps	0.20	\$ 405.00	\$ 81.00
397	MEJ	5/28/2008	Create consolidating 3/31/08 balance sheet for Nat City	1.10	\$ 405.00	\$ 445.50
398	MEJ	5/28/2008	Discussions with Craig and Sean re: Various	0.40	\$ 405.00	\$ 162.00
399	MEJ	5/28/2008	Discussion with Nat City re: Memo, forecast, process	0.20	\$ 405.00	\$ 81.00
400	MEJ	5/28/2008	Discussion with JP re: warehouseman claims	0.20	\$ 405.00	\$ 81.00
401	MEJ	5/28/2008	Review Nat City Projections; create reconciliation to 4/08 Version	1.10	\$ 405.00	\$ 445.50
402	MEJ	5/28/2008	Prep for Conference call with HIG and Xroads re: Week #10	0.40	\$ 405.00	\$ 162.00
403	MEJ	5/28/2008	Conf Call with Xroads and HIG re: Week 10	0.80	\$ 405.00	\$ 324.00
404	MEJ	5/28/2008	Discussion with PS re: DG resignation	0.10	\$ 405.00	\$ 40.50
405	MEJ	5/28/2008	Discussion with MF Re: claims, DG, HIG, 363	0.40	\$ 405.00	\$ 162.00
406	MAK	5/29/2008	Prep 13-week CF rollforward	2.60	\$ 245.00	\$ 637.00
407	MAK	5/29/2008	Continue prep 13-week CF rollforward	2.70	\$ 245.00	\$ 661.50
408	MAK	5/29/2008	Continue prep 13-week CF rollforward	2.90	\$ 245.00	\$ 710.50
409	MEJ	5/29/2008	Create Scorecard Variance rollforward analysis	1.40	\$ 405.00	\$ 567.00
410	MEJ	5/29/2008	Update with SG re: bonus, DG, non-competes	0.40	\$ 405.00	\$ 162.00
411	MEJ	5/29/2008	Review/Analyze Ultra sales	0.20	\$ 405.00	\$ 81.00
412	MEJ	5/29/2008	Review/compare A/P versus schedules	1.90	\$ 405.00	\$ 769.50
413	MEJ	5/29/2008	Discussion with PS re: DG and morale	0.30	\$ 405.00	\$ 121.50
414	MEJ	5/29/2008	Discussion with MG re: budget	0.20	\$ 405.00	\$ 81.00
415	MEJ	5/29/2008	Discussion with Craig re: morale	0.40	\$ 405.00	\$ 162.00
416	MEJ	5/29/2008	Discussion with MK re: Scorecard variance rollforward	0.30	\$ 405.00	\$ 121.50
417	MEJ	5/29/2008	Various discussions with JP re: claims	0.30	\$ 405.00	\$ 121.50
418	MEJ	5/29/2008	Follow-up for Xroads	0.60	\$ 405.00	\$ 243.00
419	MEJ	5/29/2008	Continue unsecured claims comparison for Shapes	1.10	\$ 405.00	\$ 445.50
420	MEJ	5/29/2008	Review information provided by Ultra to HIG	0.30	\$ 405.00	\$ 121.50
421	MEJ	5/29/2008	Discussion with Nat City	0.20	\$ 405.00	\$ 81.00
422	MEJ	5/29/2008	Develop spreadsheet of professional fees	0.40	\$ 405.00	\$ 162.00
423	MAK	5/30/2008	Revise 13-week CF	1.70	\$ 245.00	\$ 416.50
424	MAK	5/30/2008	Continue revise 13-week CF rollforward	2.40	\$ 245.00	\$ 588.00
425	MAK	5/30/2008	Revise cash flow scorecard	0.60	\$ 245.00	\$ 147.00
426	MEJ	5/30/2008	Update with PS re: plant tours/HIG	0.20	\$ 405.00	\$ 81.00
427	MEJ	5/30/2008	Update with SG re: labor, HIG,	0.50	\$ 405.00	\$ 202.50
428	MEJ	5/30/2008	Update with Craig re: labor/363	0.20	\$ 405.00	\$ 81.00
429	MEJ	5/30/2008	Detailed review of claims	2.30	\$ 405.00	\$ 931.50
430	MEJ	5/30/2008	Review week #10 rollforward	2.10	\$ 405.00	\$ 850.50
431	MEJ	5/30/2008	Develop rollforward comparison spreadsheet	1.20	\$ 405.00	\$ 486.00
432	MEJ	5/30/2008	Conversation with SG and CK re: morale, communication	1.90	\$ 405.00	\$ 769.50
Total - 3rd Fee Application				447.20		\$ 141,864.00

EXHIBIT "C"

SUMMARY OF DISBURSEMENTS	
DISBURSEMENTS	AMOUNT
Mileage (1,758 miles at \$0.505 per mile)	887.79
Air and Rail	276.00
Taxi	30.00
Tolls	84.00
Parking	69.00
Meals	78.89
Telephone	\$60.00
DISBURSEMENT TOTAL	\$1,485.68